

P98000005358



ACCOUNT NO. : 072100000032

REFERENCE : 612760 167868A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

FILED  
02 JUN -6 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 6, 2002

ORDER TIME : 3:22 PM

ORDER NO. : 612760-025

4000005695824- 8

CUSTOMER NO: 167868A

CUSTOMER: Beverly Jackson, Legal Asst  
Wachovia Corporation  
One First Union Center, Nc0630  
301 South College Street-30th  
Charlotte, NC 28288-0630

ARTICLES OF MERGER

CTFA, INC.

EFFECTIVE DATE  
06-15-02

INTO

FIRST UNION GENESIS HOLDINGS,  
INC.

RECEIVED  
02 JUN -6 PM 4:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

C. Coulliette JUN 06 2002

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CTFA, INC., a North Carolina corporation not qualified

INTO

**FIRST UNION GENESIS HOLDINGS, INC.**, a Florida entity, P98000005358.

File date: June 6, 2002 , effective June 15, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER**  
**OF**  
**CTFA, INC.**  
**AND**  
**FIRST UNION GENESIS HOLDINGS, INC.**

**FILED**  
**02 JUN -6 PM 4:52**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger merging CTFA, Inc. with and into First Union Genesis Holdings, Inc.

2. The merger of CTFA, Inc. with and into First Union Genesis Holdings, Inc. is permitted by the laws of the jurisdiction of CTFA, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of CTFA, Inc. was May 31, 2002.

3. The shareholders of First Union Genesis Holdings, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 31, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the state of Florida shall be 11:58 p.m. on June 15, 2002.

Executed on May 31, 2002.

**EFFECTIVE DATE**  
**06-15-02**

**CTFA, INC.**

By: Robert L. Andersen  
Name: ROBERT L. ANDERSEN  
Title: SENIOR VICE PRESIDENT

**FIRST UNION GENESIS HOLDINGS, INC.**

By: David A. Hebner  
Name: David A. Hebner  
Title: SVP & Secretary

PLAN OF MERGER

PLAN OF MERGER adopted for CTFA, Inc., a business corporation organized under the laws of the State of North Carolina, by resolution of its Board of Directors on May 31, 2002, and adopted for First Union Genesis Holdings, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 31, 2002. The names of the corporations planning to merge are CTFA, Inc., a business corporation organized under the laws of the State of North Carolina, and First Union Genesis Holdings, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which CTFA, Inc. plans to merge is First Union Genesis Holdings, Inc.

1. CTFA, Inc. and First Union Genesis Holdings, Inc. shall, pursuant to the provisions of the North Carolina Business Corporation Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, First Union Genesis Holdings, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of CTFA, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the North Carolina Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation as in force at the effective time and date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation as in force and effect at the effective time and date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of which shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, not be converted in any manner, but each such share which is issued immediately prior to the effective time and date of the merger shall be cancelled. The issued share of the surviving corporation shall not be converted or exchanged in any manner, but each such share which is issued at the

effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the North Carolina Business Corporation Act, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in the manner prescribed by the provisions of the North Carolina Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of North Carolina and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger therein provided for.